

HENDRY BRUCE E
Form SC 13D/A
March 11, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Insignia Systems, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

45765Y105
(CUSIP Number)

Bruce E. Hendry
100 Third Avenue South, #3104
Minneapolis, MN 55401-2727
612-332-8125

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 7, 2013
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13(d)-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP

No.

45765Y105

Names of
Reporting
Persons

1 S.S. or I.R.S.
Identification No.
of above persons

Bruce E. Hendry

2 Check the
appropriate
box if a
member of
a group (a)
(see (b)
instructions)

3 SEC use only

4 Source of funds
(see instructions)

5 PF
Check if
disclosure
of legal
proceedings
is required
pursuant
to items
2(d) or
2(e)

6 Citizenship or
place of
organization

United States

7

Number of

shares 1,138,302

beneficially

owned by

8

each

Shared voting power

0

reporting

9

person with

Sole dispositive power

1,138,302 Shared dispositive power

10

0

Aggregate amount beneficially

11 owned by each reporting person

1,138,302

12 Check box if the aggregate amount in row (11) excludes certain shares

(See
instructions)
Percent of class
represented by
amount in row
13 (11)

8.4%

Type of reporting
person (See
14 instructions)

IN

Reference is hereby made to the statement on Schedule 13D originally filed with the Securities and Exchange Commission on February 25, 2013 with respect to the ownership of Insignia Systems, Inc. (the "Schedule 13D"), which is incorporated herein by reference. Pursuant to this Amendment No. 1 to Schedule 13D, Item 5 of the Schedule 13D is hereby amended as follows:

Interest in
Item 5. Securities of
Issuer

- (a) Aggregate
number and
percentage
of class
beneficially
owned:

As of March 11, 2013, Mr. Hendry may be deemed to be the beneficial owner of 1,138,302 shares of common stock of the Company. Based on calculations made in accordance with Rule 13d-3(d), Mr. Hendry may be deemed the beneficial owner of 8.4% of the Company's common stock. This calculation is based on 13,602,280 shares of common stock outstanding, as of November 2, 2012, reported in the Company's Quarterly Report for the quarterly period ended September 30, 2012 filed with the Commission on November 13, 2012.

- (b) Voting and
Dispositive
Power:

Mr. Hendry has sole voting and dispositive power over 1,138,302 shares that may be deemed to be beneficially owned by him as of March 11, 2011.

- (c) Transactions
within the
past 60
days:

The information concerning transactions within the past 60 days is set forth in Appendix A hereto and incorporated herein by reference. All the transactions were open market purchases.

- (d) Right to
Direct the
Receipt of
Dividends:

Not applicable.

Date on
Which
Reporting
(e) Person
Ceased to
be a 5%
Holder:

Not Applicable.

Item 7. Material
to be
Filed as
Exhibits.

None.

Signature

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 11, 2013

Name /s/Bruce E. Hendry
Bruce E. Hendry

Appendix A

Transactions by Mr. Hendry in common stock Insignia during the past 60 days:

| Date | Number of Share | Price Per Share |
|-----------------|------------------------|------------------------|
| Acquired | Purchased | |
| 3/7/2013 | 3,000 | \$2.16 |
| 3/7/2013 | 100,000 | \$2.13 |
| 3/7/2013 | 5,000 | \$2.14 |
| 3/6/2013 | 2,400 | \$2.11 |
| 3/6/2013 | 2,500 | \$2.22 |
| 3/6/2013 | 2,500 | \$2.23 |
| 3/6/2013 | 3,000 | \$2.23 |
| 3/6/2013 | 1,200 | \$2.21 |
| 3/6/2013 | 1,700 | \$2.21 |
| 3/6/2013 | 1,400 | \$2.15 |
| 3/6/2013 | 700 | \$2.18 |
| 3/5/2013 | 5,300 | \$2.17 |
| 3/5/2013 | 502 | \$2.06 |
| 3/5/2013 | 700 | \$2.17 |
| 3/5/2013 | 400 | \$2.17 |
| 3/5/2013 | 300 | \$2.15 |
| 3/5/2013 | 300 | \$2.17 |
| 3/5/2013 | 1,700 | \$2.17 |
| 3/5/2013 | 2,100 | \$2.08 |
| 3/5/2013 | 2,200 | \$2.16 |
| 3/5/2013 | 900 | \$2.14 |
| 3/5/2013 | 500 | \$2.12 |